

Declaration of conformity in accordance with § 161 of the German Stock Corporation Act (AktG) dated March 2014

In accordance with § 161 of the German Stock Corporation Act (AktG), the executive board and supervisory board of Nemetschek AG declare that the recommendations of the “Government Commission of the German Corporate Governance Code”, version dated May 13, 2013, published in the official part of the Federal Gazette on June 10, 2013, (hereinafter “Code”), have been and are being met with the following exceptions:

- The D & O insurance does not include excess insurance for supervisory board members (Code Item 3.8 Clause 3). Nemetschek AG does not believe that excess insurance would increase the motivation and sense of responsibility of the members of the supervisory board.
- From January to the end of October 2013, the executive board of Nemetschek AG consisted of only one person (Tanja Tamara Dreilich until the end of August 26; Dr. Tobias Wagner from August 29) (Code Item 4. 2. 1). A corporate strategy committee existed within the Nemetschek Group for the support of the executive board. This committee was made up of the executive board and the heads of the most important product organizations.

As of November 1, 2013, the executive board grew to three members. In addition to Dr. Tobias Wagner, who was named spokesman of the executive board, Mr. Viktor Várkonyi and Mr. Sean Flaherty were appointed further members of the executive board. As of March 1, 2014, Patrik Heider was appointed spokesman of the executive board. Dr. Tobias Wagner will stop his interim activities on the board at the end of March 2014.

- For the specification of executive board remuneration, the supervisory board made no vertical comparison of remuneration at the level of Nemetschek AG, as required by Code Item 4. 2. 2 Clause 2. As a holding company, Nemetschek AG does not offer any appropriate standards of comparison for either upper management circles or staff as a whole. Nevertheless, the supervisory board – as in the past – used the remunerations of the heads of the most important product organizations as a standard of comparison on which to base its remuneration decisions.

Unlike the Code, which requires this starting June 10, 2013, the variable long-term incentive plan (LTIP) for the executive board to date, which has no participants at present, stipulates no upper limit in terms of amount (Code Item 4.2.3 Clause 2). The LTIP valid as of the 2014 financial year adheres to the Code’s recommendation and contains this upper limit in terms of amount.

Moreover, the variable short-term incentive plans do stipulate upper limits, which however are not always expressed as a fixed amount but as a percentage of a fixed amount. Based on the Code and its justification, it is not possible to clearly determine whether this is still in compliance with the Code. In this respect, a deviation is declared with reference to Code Item 4.2.3 Clause 2. Ultimately, the executive board employment contracts do not stipulate upper limits in terms of amount for the total remuneration (Code Item 4.2.3 Clause 2). Nemetschek AG is not of the opinion that this is required in the case of the existing remuneration system. If the amount of variable incentive plans is limited, this also applies for the total remuneration to be achieved.

The executive board employment contract of Dr. Tobias Wagner does not contain a severance payment cap due to the interim nature of his activities (Code Item 4.2.3 Clause 4). The same applies for the contracts of Viktor Várkonyi and Sean Flaherty due to the comparatively low remuneration.

- An age limit for members of the executive board and the supervisory board has not been defined explicitly and is not currently planned (Code Items 5.1.2 Clause 2 and 5.4.1 Clause 2) Such age limit would generally restrict the company in its selection of suitable members of the executive board and the supervisory board. With regard to the composition of the executive board, supervisory board and further management circles, the individual's experience, skills and knowledge are of primary importance to the company (Code Items 4.1.5, 5.1.2 Clause 1 and 5.4.1 Clause 2). In contrast, the supervisory board and, with reference to Code Item 4.1.5, the executive board regard diversity criteria as less important, even if these are expressly welcomed – as are the associated efforts toward an appropriate representation of women.

In view of the fact that the company's supervisory board only has only three members, the supervisory board is of the opinion that it does not make sense to specify defined targets for its composition in a manner which has no connection to the time of the next supervisory board elections (Code Item 5.4.1 Clause 2). Consequently, such objectives are not published in the Corporate Governance Report (Code Item 5.4.1 Clause 2). The supervisory board will however come to an agreement as to suitable candidates for the next supervisory board elections in good time.

- The Code's recommendation on the formation of qualified committees of the supervisory board is not followed (Code Item 5.3), as the supervisory board only has three members. The tasks for which the Code recommends the formation of such committees are all performed by the supervisory board of Nemetschek AG.
- The members of the supervisory board receive performance-related and fixed remuneration. This is based on the consolidated earnings per share (diluted earnings per share in accordance with IAS 33) and furthermore does not have special components to account for the company's long-term development (Code Item 5.4.6 Clause 2). The exist-

ing remuneration system has worked well for quite some time, without detecting any tendency that the short-term success of the company has been at the expense of the company's long-term development.

Munich, March 20, 2014

Patrik Heider
CFOO and Spokesman of the executive board

Kurt Dobitsch
Chairman of the supervisory board